

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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FORM U5A

(As adopted October 2, 1936)

NOTIFICATION OF REGISTRATION

Filed under Section 5(a) of the Public Utility Holding Company Act of 1935

Date of Filing _____ File No. _____
The above to be left blank.

Name of Registrant

INSTRUCTIONS FOR FORM U5A

1. Use of Form.

Rule 5A-3 prescribes the use of Form U5A, marked "adopted October 2, 1936," for notifications of registration filed with the Commission pursuant to Section 5(a) of the Public Utility Holding Company Act of 1935. Each holding company (other than one as to which an exemption is in effect) in a holding company system, should file a separate notification of registration. Any notification of registration may, however, incorporate by exact and specific reference any information or data contained in a notification of registration filed by any other holding company. Attention is called to the provisions of Sections 5(b) and 5(c) and the rules of the Commission thereunder with respect to the subsequent filing of a registration statement with the Commission.

2. Formal Requirements.

Each notification of registration shall be filed in triplicate. One copy shall be signed in the name of the holding company filing the same and shall be verified by the officer or agent who signs on its behalf. If the notification is signed by an agent or attorney, the power of attorney evidencing his power to sign shall be attached thereto unless it has been otherwise filed with the Commission. The other two copies may have facsimile or typed signatures and need not be verified. Notifications of registration should be on paper approximately 8.5" x 11" in size. The left margin should be at least 1.5" wide and the instrument should be firmly bound on the left side. The registrant should re-copy the entire form except the instructions, including the items in the form as well as the answers thereto. Such notifications of registration shall be delivered through the mails or otherwise to the Securities and Exchange Commission, Washington, D.C., and shall be deemed to have been filed with the Commission on the date when they are actually received by it.

3. Definitions.

As used in this form, the word "registrant" means the holding company filing the notification of registration. All other words and terms have the same meaning as in the Public Utility Holding Company Act of 1935 and the rules and regulations thereunder.

NOTIFICATION OF REGISTRATION

The undersigned holding company hereby notifies the Securities and Exchange Commission that it registers under and pursuant to the provisions of Section 5(a) of the Public Utility Holding Company Act of 1935 and furnishes the following information as to the registrant and subsidiary companies thereof.

1. Exact name of registrant.
2. Address of principal executive offices.
3. Name and address of officer to whom notices and communications should be addressed.
4. Submit for registrant and each subsidiary company thereof:

Col. A	Col. B	Col. C	Col. D
Name of Company (Notes 1 and 2)	Organization (Corporation, Trust, etc.)	State of Organization	Type of Business (Note 3)

Note 1.

Indent to show degree of remoteness from registrant, for example:

Registrant

Company A (Subsidiary of registrant)

Company B (Subsidiary of Company A)

Company C (Subsidiary of registrant)

Company D (Subsidiary of Company C)

Company E (Subsidiary of Company C)

Company F (Subsidiary of Company E)

Note 2.

If the properties of any such company are in the possession of a receiver or trustee or if a petition for the appointment of a receiver or trustee is pending, indicate such fact by asterisk or other symbol and, by footnote, describe court and date of such appointment or filing.

Note 3.

Specify briefly the kind of business in which each company is engaged, for example, holding company, electric utility, gas and electric utility, gas transmission, service company, etc.

SIGNATURE

Pursuant to the requirements of the Public Utility Holding Company Act of 1935, the registrant has caused this notification of registration to be duly signed on its behalf in the City of _____ and State of _____, on the _____ day of _____, _____.

(Name of Registrant)

(Seal)

Attest:

By

(Name)

(Title)

(Title)

VERIFICATION

(Form of verification where deponent is officer of a corporation. Suitable changes may be made for other kinds of companies.)

State of _____
County of _____ } SS:

The undersigned being duly sworn deposes and says that he has duly executed the attached notification of registration dated

_____, _____, for and on behalf of _____; that he is the

(Name of Company)

_____ of such company; and that all action by stockholders, directors, and other bodies

(Title of Officer)

necessary to authorize deponent to execute and file such instrument has been taken. Deponent further says that he is familiar with such instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

(Signature)

(Type or print name beneath)

(OFFICIAL SEAL)

Subscribed and sworn to before me at _____,

this _____ day of _____, _____.

(Title of Officer)

My commission expires _____